

CANADIAN MALARTIC GOLD MINES LIMITED

7 King Street East
TORONTO

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual and a Special General Meeting of the Shareholders of Canadian Malartic Gold Mines Limited will be held in the Queen's Park Room, King Edward Sheraton Hotel, 37 King Street East, Toronto, Ontario, on

TUESDAY, THE 7th DAY OF MAY, 1968

at the hour of 3:00 o'clock in the afternoon, Toronto Time, for the following purposes:

- (1) Considering and, if thought fit, sanctioning By-Law No. 7 enacted by the directors of the Company and decreasing the number of directors of the Company from six to five of whom three shall constitute a quorum for the transaction of business at any meeting of the board of directors.
- (2) Receiving the report of the directors of the Company and the Balance Sheet with related financial statements for the fiscal year ended December 31, 1967, and the Auditors' Report thereon.
- (3) Electing directors.
- (4) Appointing auditors and authorizing the directors to fix the remuneration of the auditors.
- (5) Transacting such other business as may properly come before the meeting.

Enclosed is a copy of the 1967 Annual Report.

A shareholder who is unable to be present is entitled to be represented by proxy and you are requested to complete and sign the enclosed form of proxy and return it in the enclosed envelope.

DATED at Toronto this 2nd day of April, 1968.

By Order of the Board,

D. D. ANDERSON,
Secretary.

CANADIAN MALARTIC GOLD MINES LIMITED

INFORMATION CIRCULAR

Solicitation of Proxies

This circular is furnished in connection with the solicitation of proxies by the management of Canadian Malartic Gold Mines Limited (hereinafter sometimes called "the Company") for use at the Annual and special General Meeting of Shareholders of the Company to be held at Toronto on the 7th day of May, 1968, for the purposes set forth in the accompanying notice of meeting. It is intended that the solicitation will be primarily by mail. The cost of solicitation will be borne by the Company.

Appointment, Revocation and Voting of Proxies

The execution of a proxy in the accompanying form will not affect a shareholder's right to attend the meeting and vote in person. Any shareholder giving a proxy has the right to revoke it at any time insofar as it has not been exercised.

The persons named in the accompanying form of proxy are officers of the Company. A shareholder has the right to appoint any other person, who need not be a shareholder, to represent him at the meeting, and may do so by striking out the names of the persons designated and by inserting the name of his nominee in the blank space provided in the form of proxy accompanying this information circular.

The accompanying form of proxy, when properly signed, confers discretionary authority with respect to amendments or variations of matters identified in the accompanying notice of meeting and other matters which may properly come before the meeting. The management of the Company is not aware of any amendments, variations or other matters to come before the meeting, other than matters referred to in the foregoing notice of meeting.

Voting Shares

The holders of shares of the capital stock of the Company of record at the time of the meeting are entitled to vote on all matters which properly come before the Annual and Special General Meeting of Shareholders. There are 3,651,355 shares outstanding. Each share carries one vote. Falconbridge Nickel Mines Limited beneficially owns 2,213,147 shares, being about 61% of the issued shares of the Company. No other person is known to the management to own more than 10% of the issued shares.

By-Law No. 7

A By-Law amending By-Law No. 1 to decrease the number of directors from 6 to 5 of whom 3 shall form a quorum.

BE IT ENACTED and it is hereby enacted as a By-Law of Canadian Malartic Gold Mines Limited that the number of directors of the said Company be and the same is hereby reduced from 6 to 5 of whom 3 shall form a quorum for any meeting and that paragraph Number 3 of By-Law No. 1 as amended by By-Law No. 6 be and the same is further amended accordingly to read as follows:

3. Number of directors and quorum:—

There shall be a board of 5 directors of whom 3 shall form a quorum for any meeting.

PASSED AND ENACTED by the directors this 2nd day of April, 1968.

J. P. MILLENBACH,
President.

D. D. ANDERSON,
Secretary.

Election of Directors

The board of directors of the Company is presently comprised of six directors, to be elected at the Annual Meeting, to hold office until the next Annual Meeting or until their successors are elected or appointed. At the meeting, the shareholders will be asked to sanction By-Law No. 7 passed and enacted by the directors of the Company on April 2, 1968, decreasing the number of directors from 6 to 5. By-Law No. 7 must be sanctioned by at least two-thirds of the votes cast at the meeting. If the said By-Law is sanctioned by the requisite affirmative vote, the persons named in the enclosed form of proxy intend to vote for the election of the proposed nominees whose names are set forth below, including directors whose term of office expires at the meeting. In the event that By-Law No. 7 is not sanctioned or should any vacancy occur in such slate of nominees which is not anticipated, it is intended that discretionary authority shall be granted to vote the proxy for the election of any other person or persons as directors. The management is not presently aware that any such nominee would be unable to serve as a director, if elected. Information concerning the nominees, as furnished by each such nominee, is shown below; certain nominees have been directors of the Company since the year respectively indicated opposite their names below:

<u>Name</u>	<u>Principal Occupation or Employment</u>	<u>Director Since</u>	<u>Number of Shares Beneficially Owned</u>
H. C. Herz	General Manager, Opemiska Copper Mines (Quebec) Limited.	1965	None
J. P. Millenbach	President, Opemiska Copper Mines (Quebec) Limited. President of the Company.	1946	None
J. T. McWhirter	Treasurer, Falconbridge Nickel Mines Limited.	1958	None
J. R. Smith	Since February 1, 1968, Vice-President, Eastern Minerals Division, Falconbridge Nickel Mines Limited, prior to which Manager, Lake Dufault Mines Limited.	1968*	None
G. T. N. Woodrooffe	Since February 1, 1968, Vice-President, Corporate Affairs, Falconbridge Nickel Mines Limited, prior to which Vice-President, Finance and Secretary of that Company.	1962	None

* Mr. Smith became a Director April 2, 1968.

Note: Falconbridge Nickel Mines Limited has shareholdings in the Company as noted above, but otherwise no associate of the above listed nominees is known to hold more than 10% of the voting rights attached to the shares of the Company.

Remuneration of Directors and Senior Officers

During the financial year ended December 31, 1967, the remuneration directly paid to the directors and senior officers of the Company aggregated \$10,215; the Company also paid \$246 in respect of pensions payable to directors and senior officers at normal retirement age.

Appointment of Auditors

It is intended that proxies given pursuant to solicitation by management will be voted in favour of the re-appointment of Messrs. Thorne, Gunn, Helliwell & Christenson, as auditors of the Company, to hold office until the next Annual Meeting of Shareholders.

General

All shares represented by proxies will be voted. Where a choice has been specified on the form of proxy with respect to the sanctioning of By-Law No. 7 decreasing the number of directors, the shares will be voted in accordance with the specification so made.

DATED at Toronto, Ontario, this 2nd day of April, 1968.

